

# COMMUNICATIONS ADVISORY COUNSEL LLC

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## REDACTED - FOR PUBLIC INSPECTION

April 20, 2017

*Via ECFS and electronic mail*

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: Application of New Cingular Wireless PCS, LLC, Dycom Holding, Inc. and  
Wilkes Cellular, Inc. for  
Consent to Assign Licenses (WT Docket No. 17-82)

Dear Madam Secretary:

Dycom Holding, Inc. and Wilkes Cellular, Inc. (the "Companies"), by counsel, submit the attached Response to the April 6, 2017 General Information Request ("Information Request") from the Federal Communications Commission in the referenced docket.<sup>1</sup> This information is provided to assist the Commission in its determination that the proposed transaction serves the public interest.

The Information Request seeks certain information that is sensitive, consisting of commercial, competitive and financial material that the Companies hold in strict confidence and does not reveal to any element of the public. Accordingly, the Companies submit this information to the Commission on a Confidential or Highly Confidential basis, as appropriate, under the Protective Order issued in this proceeding.<sup>2</sup> To the extent that an inadvertent oversight has led to the submission of material subject to any privilege, this production does not constitute a waiver of any privilege, and the Companies expressly reserve all rights attendant to such privilege.

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<sup>1</sup> Letter from James D. Schlichting, Senior Deputy Chief, Wireless Telecommunications Bureau to April Dyson, Dycom Holding, Inc., WT Docket No. 17-82 (April 6, 2017).

<sup>2</sup> *Application of New Cingular Wireless PCS, LLC, Dycom Holding, Inc. and Wilkes Cellular, Inc., for Consent to Assign Licenses*, Protective Order, WT Docket No. 17-82, DA 17-330, (rel. April 6, 2017).

**REDACTED - FOR PUBLIC INSPECTION**

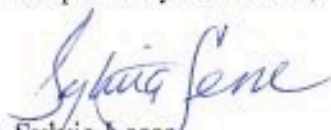
Ms. Dortch  
April 20, 2017  
Page Two

Pursuant to the procedures established in the Protective Order and the Information Request, one copy of the Response containing Confidential and Highly Confidential Information and bearing the legend "HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 17-82 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION -ADDITIONAL COPYING RESTRICTED," delineating Highly Confidential, Confidential and non-restricted information, is being filed with the Office of the Secretary. Two copies of the unredacted Response are also being delivered to Kathy Harris of the Wireless Telecommunications Bureau's Mobility Division.

In addition, a copy of the Response in redacted form marked "REDACTED - FOR PUBLIC INSPECTION" and clearly delineating Confidential and Highly Confidential Information is being filed electronically via the Commission's Electronic Comment Filing System ("ECFS"), with courtesy copies delivered via email to Kathy Harris, Kate Mataves of the Wireless Bureau's Competition and Infrastructure Policy Division, and Jim Bird of the Office of General Counsel. Two copies of the redacted Response are also being filed with the Office of the Secretary.

Please refer any questions to the undersigned.

Respectfully submitted,

  
Sylvia Lesse

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

In the Matter of

Applications of New Cingular Wireless PCS, LLC  
Dycom Holding, Inc. and Wilkes Cellular, Inc.

For Consent to Assign Licenses

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WT Docket No. 17-82

**RESPONSE OF DYCOM HOLDING, INC. AND WILKES CELLULAR, INC. TO  
GENERAL INFORMATION REQUEST DATED APRIL 6, 2017**

Dycom Holding, Inc. ("Dycom") and Wilkes Cellular, Inc. ("Wilkes"), by counsel, submit the attached Response to the April 6, 2017 General Information Request ("Information Request") from the Federal Communications Commission in the referenced docket.<sup>1</sup> This information is provided to assist the Commission in its determination that the proposed transaction serves the public interest.

Pursuant to the Protective Order issued in this proceeding,<sup>2</sup> Dycom and Wilkes submit this information to the Commission on a Confidential or Highly Confidential basis, as appropriate. Public, redacted versions are marked,

<sup>1</sup> Letter from James D. Schlichting, Senior Deputy Chief, Wireless Telecommunications Bureau to April Dyson, Dycom Holding, Inc., WT Docket No. 17-82 (April 6, 2017).

<sup>2</sup> *Applications of New Cingular Wireless PCS, LLC, Dycom Holding, Inc. and Wilkes Cellular, Inc. for Consent to Assign Licenses*, Protective Order, WT Docket No. 17-82, DA 17-330, (rel. April 6, 2017).



**REDACTED - FOR PUBLIC INSPECTION**

"REDACTED - FOR PUBLIC INSPECTION," and are being filed electronically via the Commission's Electronic Comment Filing System ("ECFS"). Confidential and Highly Confidential unredacted submissions bear the legend, "HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 17-82 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION - ADDITIONAL COPYING RESTRICTED," and are being delivered in accordance with the instructions in the Protective Order.

*[remainder of page intentionally left blank - responses follow]*

**INFORMATION REQUEST NUMBER 1:**

**Explain in detail the decision made by Dycom and Wilkes to assign the Lower 700 MHz C Block spectrum and the cellular spectrum that are the subject of these applications, including any attempts made to enter into a sale of this spectrum or alternative arrangements with parties other than AT&T.**

**DYCOM AND WILKES RESPONSE:**

In 2002, Dycom participated in Auction 44 to complement the existing cellular operations of its wholly-owned subsidiary, Wilkes. Approximately ten years later, Dycom initiated an informal review of the companies' wireless holdings and operations, including \*\*\* **BEGIN DYCOM/WILKES CONFIDENTIAL**

**INFORMATION\*\*\***

**\*\*\* END DYCOM/WILKES CONFIDENTIAL**

**INFORMATION \*\*\*** the companies considered the possibility of selling their wireless operations and assets.

*[Remainder of page intentionally left blank]*

**DYCOM AND WILKES RESPONSE TO INFORMATION REQUEST NUMBER 1**  
*(continued):*

At the time of the strategic review, Wilkes served \*\*\*BEGIN

**DYCOM/WILKES HIGHLY CONFIDENTIAL INFORMATION\*\*\***

**DYCOM/WILKES RESPONSE TO INFORMATION REQUEST NUMBER 1**  
*(continued):*

**\*\*\*END DYCOM/WILKES HIGHLY CONFIDENTIAL INFORMATION\*\*\***

In May 2015, the companies identified and hired JSI Capital Advisors LLC ("JSI"), to assist in strategic planning. JSI and its principals specialize in the provision of services to rural markets, and have served as financial advisors in more than 30 spectrum and operating wireless system transactions. **\*\*\* BEGIN**

**DYCOM/WILKES CONFIDENTIAL INFORMATION \*\*\***

**DYCOM/WILKES RESPONSE TO INFORMATION REQUEST NUMBER 1**  
*(continued):*

**\*\*\*END**

**DYCOM/WILKES CONFIDENTIAL INFORMATION\*\*\***

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Respectfully submitted,

  
Sylvia Lesse

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April 20, 2017